



100 North Charles Street  
Baltimore, MD 21201

No. 8-351A104  
Date DEC 16 1988  
Fee \$ 13.00  
ICC Washington, D.C.

CSX Equipment

Secretary  
Interstate Commerce Commission  
Attention: Recordation Unit  
12th Street & Constitution Avenue, N. W. INTERSTATE COMMERCE COMMISSION  
Washington, DC 20423

December 12, 1988

Mrs. Mildred Lee:

DEC 16 1988 12-45 PM  
RECORDATION NO. 6700  
MOTOR OPERATING UNIT

DEC 16 12 37 PM '88

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. sec. 11303(a) and the regulations promulgated thereunder, are four executed counterparts of a secondary document, not previously recorded, entitled INSTRUMENT OF SATISFACTION, RELEASE AND BILL OF SALE, dated as of October 25, 1988.

The parties to the enclosed release are:

Bankers Trust Company (Lessor)  
4 Albany Street  
New York, New York 10015

Mercantile-Safe Deposit and Trust Company  
(Assignee)  
Corporate Trust Department  
Two Hopkins Plaza  
P.O. Box 2258  
Baltimore, Md. 21203

CSX Transportation Inc. (Lessee)  
Successor by merger to the Baltimore  
and Ohio Railroad Company (B&O)  
100 North Charles Street  
Baltimore, MD 21201

The enclosed document, among other things, releases all of the equipment under that certain Conditional Sale Agreement dated as of July 1, 1972 among General Motors Corporation (as Builder), Bankers Trust Company (as Lessor) and CSX Transportation, successor by merger to The Baltimore and Ohio Railroad, (B&O) (as Lessee), and recorded with the Interstate Commerce Commission on August 23, 1972 and assigned recordation no. 6700, and an Agreement and Assignment, dated as of July 1, 1972 among Mercantile-Safe

and Deposit Company (as Assignee) and the Builder which was recorded with the Interstate Commerce Commission on August 23, 1972 and assigned recordation number 6700-A, along with that certain Lease of Railroad Equipment dated as of July 1, 1972 between the Lessor and the B&O.

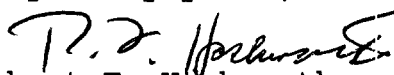
The units of equipment covered by the enclosed document are all units identified in said Agreements. A short summary of the document to appear in the ICC Index is as follows:

"Full and Complete Release"

Enclosed is a check in the amount of \$13.00 as payment for the filing fee.

Once the filing has been made, please return to the undersigned, a stamped copy of the Instrument of Release not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,

  
Robert F. Hochwarth  
Senior Counsel

cc: Mr. D.J. Voisard

Enclosures

# Interstate Commerce Commission

Washington, D.C. 20423

12/16/88

OFFICE OF THE SECRETARY

Robert F. Hochwarth  
CSX Transportation  
100 North Charles Street  
Baltimore, MD 21201

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/16/88 at 12:45PM, and assigned recordation number(s). 6700-B

Sincerely yours,

*Nesta R. McGee*

Secretary

Enclosure(s)

DEC 6 1988 12-45 AM  
6700-B

INSTRUMENT OF SATISFACTION, RELEASE AND BILL OF SALE, dated as of October 25, 1988 among General Motors Corporation, as Vendor or Builder, Bankers Trust Company, as Lessor (Trustee), and CSX Transportation, Inc. as Guarantor or Lessee by merger to The Baltimore and Ohio Railroad Company (B&O).

## WITNESSETH

WHEREAS, by a Conditional Sale Agreement dated as of July 1, 1972 ("CSA") among the Vendor, Bankers Trust Company and B&O, the Vendor agreed to sell to the Lessor its interest in the railroad equipment described in Schedule A hereto ("Equipment"), some of which Railroad Equipment has been previously registered as lost or destroyed pursuant to Sections 7 and 8 of the Lease.

WHEREAS, by an Agreement and Assignment of Railroad Equipment, dated as of July 1, 1972 (hereinafter called Assignment) between General Motors Corporation, as Builder and Mercantile-Safe Deposit and Trust Company, as Assignee, the Builder agreed to assign, transfer and set over to the Assignee all its rights, security title, and interest in and to each unit of Equipment.

WHEREAS, by a Lease of Railroad Equipment dated as of July 1, 1972 ("Lease") between Bankers Trust Company and the B&O, the Lessor leased the Equipment to the Lessee subject to the rights of the Assignee under the CSA.

WHEREAS, the CSA was filed and recorded with the Interstate Commerce Commission on August 23, 1972 and assigned Recordation No. 6700;

WHEREAS, the Lease and Assignment was filed and recorded with the Interstate Commerce Commission on August 23, 1972 and assigned Recordation No. 6700-A;

WHEREAS, the Lessee wishes to acquire the Equipment presently covered by the CSA, the Lease and the Assignment; and

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA, the Lease and the Assignment.

NOW, THEREFORE, in consideration of the premises, it is agreed:

The parties hereto do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations of the parties arising under CSA, the Lease and the Assignment.

The Assignee does hereby release its security interests in the Equipment and transfers to the Lessee its security title and property in and to the Equipment, free of all claims, rights, liens, security interest and other encumbrances created by, or retained under, the CSA and the Assignment.

The lessor does hereby release its security interests in the Equipment and transfers to the Lessee its security title and property in and to the Equipment, free of all claims, rights, liens, security interests and other encumbrances created by, or retained under, the Lease.

The Lessor does hereby sell and transfer to the Lessee all of its rights, title and interest in and to the equipment listed and described in the CSA and the Lease, to have and to hold the same unto Lessee, its successors and assigns forever.

**Warranties:**

- (1) The Lessor represents and warrants that the Equipment is free and clear of liens and encumbrances arising by, through or under Lessor.
- (2) The Lessor represents and warrants that it has not executed any Bill of Sale or other instrument which by its express terms purported to transfer title to the Equipment to any other person.

THE LESSOR IS SELLING THE EQUIPMENT "AS IS" AND "WHERE IS" AND LESSOR MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP INJ, THE EQUIPMENT. LESSOR MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN PARAGRAPHS (1) AND (2) ABOVE. THE LESSOR SHALL IN NO EVENT BE RESPONSIBLE FOR DAMAGES ARISING IN STRICT LIABILITY OR FOR INCIDENTAL OR CONSEQUENTIAL DAMAGES, HOWEVER ARISING.

The Lessee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303.

This Instrument may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

Mercantile-Safe Deposit and Trust Company  
as Agent

By



VICE PRESIDENT

(Corporate Seal)

ATTEST:

  
Corporate Trust Officer

Bankers Trust Company  
as Lessor

By [Signature]

(Corporate Seal)

ATTEST:

[Signature]  
Corporate Trust Officer

CSX Transportation, Inc.  
as Lessee

By [Signature]  
AVP & TREASURER - EQUIPMENT UNIT

(Corporate Seal)

ATTEST:

[Signature]  
Assistant Secretary

STATE OF MARYLAND )  
                              ) SS:  
CITY OF BALTIMORE )

On this 21<sup>st</sup> day of NOVEMBER, 19 88, before me personally appeared R. E. SCHREIBER, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of Mercantile-Safe Deposit and Trust Company that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]  
Notary Public

My Commission expires 7-1-90

(NOTARIAL SEAL)

STATE OF NEW YORK )  
 ) SS:  
CITY OF ~~BALTIMORE~~ )  
NEW YORK

On this 2<sup>nd</sup> day of December, 1984, before me personally appeared Thomas J. Moskwa, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of Bankers Trust Company that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Darryl J. Allen

Notary Public

DARRYL ALLEN

Notary Public, State of New York  
No. 03-4887409

Qualified in Bronx County  
Certificate filed in New York County  
Commission Expires March 23, 1987

My Commission expires

(NOTARIAL SEAL)

STATE OF MARYLAND )  
 ) SS:  
CITY OF BALTIMORE )

On this 14<sup>th</sup> day of November, 1984, before me personally appeared Deus Doss, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of CSX Transportation, inc., Equipment Unit that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

H. Marlene Winchell

Notary Public

My Commission expires

H. MARLENE WINCHELL

BALTO. CO., MD.

My Commission Expires July 1, 1990

(NOTARIAL SEAL)

Schedule A

<u>Type</u>	<u>Quantity</u>	<u>Lessee's Road Numbers (Inclusive)</u>
3000 HP Model GP-40 diesel locomotives	65	4100 to 4162, 1977 and GM50

10/K10B